PRESS RELEASE

Leonardo: call of the Shareholders' Meeting

Rome, 08/04/2025 – The Board of Directors of Leonardo, convened under the chairmanship of Stefano Pontecorvo, has resolved to call the Shareholders' Meeting in Ordinary and Extraordinary session on 26 May 2025 (in single call), in which Shareholders may participate exclusively through the Designated Representative, in line with the provisions of art. 106 of the Legislative Decree no. 18/2020, as converted, with amendments, into Law No. 27/2020 (the effectiveness of which was last extended by Law no. 15/2025). In addition to the approval of the **2024 Financial Statements of Leonardo S.p.a.**, the Shareholders' Meeting will be called to resolve on the approval of the **2024 Financial Statements of UTM Systems and Services S.r.l.**, following the merger by incorporation of the company into Leonardo with effect from 1st January 2025.

The Ordinary Shareholders' Meeting will also be called to resolve, pursuant to art. 123-*ter*, para. 3-*ter* and 6 of the TUF, on the first section (with binding resolution) and on the second section (with no binding resolution) of the **Report on remuneration policy and fees paid**, approved by the Board of Directors.

The Board of Directors also resolved to submit to the same Shareholders' Meeting, pursuant to art. 114-*bis* of the TUF, the proposal of approval of the "**Employee Share Ownership Plan 2025-2027 for Leonardo Employees concerning Leonardo S.p.a. Shares**", for employees of companies belonging to the Leonardo Group, with headquarters in Italy, Poland, United Kingdom and United States of America.

The Plan responds to Leonardo's will and need to equip itself with an employee incentive and loyalty tool aimed at ensuring better alignment between the interests of employees and those of shareholders, as well as increasing the Group's growth.

For a detailed description of the Plan, please refer to the contents of the Information Document, drawn up pursuant to art. 114-*bis* of the TUF and art. 84-*bis* of the Issuers' Regulation, which will be published within the terms and with the modalities of law.

Also in Ordinary Session, the Shareholders' Meeting will be called to resolve on a proposed **amendment to the 2024-2026 Long-Term Incentive Plan for the management of the Leonardo Group**, approved by the Shareholders' Meeting on 24 May 2024, in order to: *(i)* ensure an ever greater alignment of the remuneration of individuals holding top positions with the objectives defined in the Industrial Plan and the Group's priorities; *(ii)* continue on the path of gradual alignment, aimed exclusively at increasing variable remuneration, in a pay-for-performance approach. The Information Document, drawn up pursuant to art. 114-*bis* of the TUF and art. 84-*bis* of the Issuers' Regulation, which will be published within the terms and with the modalities of law, incorporates the above-mentioned amendment proposals.

In order to fuel along with the resources necessary for the implementation of the new Employee Share Ownership Plan, the Long-Term Incentive Plans already approved by the Shareholders' Meeting, as well as any other share ownership plans, the Board of Directors has resolved to submit to the Shareholders' Meeting a request for **authorization to purchase and dispose of own shares** to be put at the service of the aforementioned Plans, within the limits of the distributable profit and available reserves as reported in the most recent regularly approved financial statements. The maximum amount of shares that can be purchased is equal to 600,000 ordinary Leonardo shares (equal to about 0.104% of the share capital), for a maximum period – as regards the purchase – of eighteen months from the date of the Shareholders' Meeting resolution; the authorization to dispose of own shares is requested without time limits.

The proposal provides that purchases will be made at a price identified from time to time (taking into account the chosen modality and in compliance with the applicable provisions), it being understood that such price must not deviate in decrease or increase by more than 10% compared to the official price recorded by the

Leonardo S.p.a. share in the session of the Euronext Milan market, organized and managed by Borsa Italiana S.p.A., on the day before each individual purchase transaction.

The above purchases may be made: *(i)* on regulated markets according to the operating modalities established in the regulations for the organization and management of the markets themselves, that do not allow the direct matching of purchase trading proposals with predetermined sale trading proposals; *(ii)* with the modalities established by Consob accepted market practices pursuant to art. 13 of Regulation (EU) no. 596/2014, if applicable; *(iii)* under the conditions set out in art. 5 of Regulation (EU) no. 596/2014.

The Company currently holds no. 1,712,950 treasury shares, equal to about 0.296% of the share capital.

Finally, in the Extraordinary session, the Shareholders' Meeting will be called to resolve about the **amendment of some clauses of the Leonardo's Articles of Association**, aimed at adapting the corporate governance rules to Leonardo's role as a significant player in the field of global security, as well as at a mere formal refinement of the statutory text.

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The notice of call of the Meeting, as well as the documents concerning the items on the agenda of the Shareholders' Meeting, will be made available to the public within the terms and with the modalities of law.

Leonardo is an international industrial group, among the main global companies in Aerospace, Defence, and Security (AD&S). With 53,000 employees worldwide, the company approaches global security through the Helicopters, Electronics, Aircraft, Cyber & Security and Space sectors, and is a partner on the most important international programmes, within these sectors, such as Eurofighter, NH-90, FREMM, GCAP, and Eurodrone. Leonardo has significant production capabilities in Italy, the UK, Poland, and the USA. Leonardo utilises its subsidiaries, joint ventures, and shareholdings, which include Leonardo DRS (72.3%), MBDA (25%), ATR (50%), Hensoldt (22.8%), Telespazio (67%), Thales Alenia Space (33%), and Avio (29.6%). Listed on the Milan Stock Exchange (LDO), in 2023 Leonardo recorded new orders for €17.9 billion, with an order book of €39.5 billion and consolidated revenues of €15.3 billion. Included in the MIB ESG index, the company has also been part of the Dow Jones Sustainability Indices (DJSI) since 2010.

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